

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>W.R. GRACE &amp; CO., <u>et al.</u>,</b>	)	<b>Case No. 01-1139 (JKF)</b>
	)	
<b>Debtors.</b>	)	<b>Objection Deadline: February 18, 2009 at 4:00 p.m.</b>
<hr/>	)	<b>Hearing: Schedule if Necessary (Negative Notice)</b>

**NOTICE OF FILING OF FORTY-THIRD MONTHLY INTERIM  
APPLICATION OF TOWERS PERRIN TILLINGHAST, ACTUARIAL  
CONSULTANTS TO DAVID T. AUSTERN, ASBESTOS PI  
FUTURE CLAIMANTS' REPRESENTATIVE**

TO: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee;  
(4) Counsel to the Official Committee of Unsecured Creditors;  
(5) Counsel to the Official Committee of Asbestos Personal Injury Claimants;  
(6) Counsel to the Official Committee of Asbestos Property Damage Claimants;  
(7) Counsel to the Official Committee of Equity Holders; and  
(8) Counsel to the Debtors-in-Possession Lender; and (9) the Fee Auditor

Towers Perrin Tillinghast, actuarial consultants to David T. Austern, Asbestos PI Future Claimants' Representative (the "FCR"), has filed and served its Forty-Third Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses as actuarial consultants to the FCR for the time period December 1, 2008 through December 31, 2008 seeking payment of fees in the amount of \$4,387.60 (80% of \$5,484.50) and no expenses (the "Application") for a total of \$4,387.60.

This Application is submitted pursuant to this Court's Administrative Order Under 11 U.S.C. Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members entered on April 17, 2003 (the "Administrative Order").

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Fifth Floor, Wilmington, DE 19801, on or before **February 18, 2009 at 4:00 p.m., Eastern Time.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) actuarial consultants to the FCR, Jennifer L. Biggs, Towers Perrin, 101 S. Hanley Rd., St. Louis, MO 63105; (ii) co-counsel to the FCR, Roger Frankel, Esquire and Richard H. Wyron, Esquire, Orrick, Herrington & Sutcliffe LLP, 1152 15th Street, NW, Washington, DC 20005; (iii) co-counsel to the FCR, John C. Phillips, Esquire, Phillips, Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806; (iv) co-counsel for the Debtors, David M. Bernick, Esquire, Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, IL 60601 and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones, P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (v) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801-1246; (vi) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (vii) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36<sup>th</sup> Floor, New York, NY 10022 and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15<sup>th</sup> Floor, 1201 Market Street, Suite 1500, Wilmington, DE 19801; (viii) co-counsel to the DIP Lender, J.

Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 and Neil B. Glassman, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899; (ix) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022; (x) the Office of the United States Trustee, ATTN: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, DE 19801; and (xi) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates Republic Center, 325 N. St. Paul, Suite 1250, Dallas, TX 75201.

Any questions regarding this Notice or attachments should be directed to undersigned counsel.

ORRICK, HERRINGTON & SUTCLIFFE LLP

Dated: January 29, 2009

By: /S/ DEBRA L. FELDER

Roger Frankel, admitted *pro hac vice*  
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Debra L. Felder, admitted *pro hac vice*  
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—and—

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*Co-Counsel to David T. Austern,  
Asbestos PI Future Claimants' Representative*